

**BY-LAWS OF THE UNITED STATES NAVAL ACADEMY
CLASS OF 2018**

PURPOSE

These By-Laws provide for the voluntary participation of members of the United States Naval Academy Class of 2018 ("Class of 2018", or "Class") to support the United States Naval Academy ("USNA"), the USNA Alumni Association ("USNAAA"), and individual members of the Class.

ARTICLE I

MISSION

The mission of the Class of 2018 is to:

1. support the USNA through involvement with the Brigade of Midshipmen, USNAAA, and other philanthropic projects;
2. provide for interaction and communications among, and support for the Class of 2018; and
3. perpetuate the positive image of the Class of 2018.

ARTICLE II

ORGANIZATION

1. The Class of 2018 shall manage Class business in accordance with the laws of the State of Maryland, the Articles of Incorporation, and these By-laws through the use of a Board of Directors (as outlined in Article IV).
2. Regional Chapters may be formed in areas which have a sufficient number of members, and where there is a desire to conduct local class business.

ARTICLE III

MEMBERSHIP

1. Membership in the Class shall be voluntary for those persons who graduated with the Class of 2018.
2. Upon nomination of any candidate for honorary membership by any fifteen (15) members of the Class, the Board of Directors shall consider such nomination at its next meeting and shall, upon a majority vote, award such candidate an honorary membership in the Class. Such honorary membership shall not be deemed final until the action of the Board of Directors is ratified by a plurality vote at the next Annual Meeting of the Class. Additionally, the surviving spouse of any deceased full

member shall automatically become an honorary member of the Class. Anyone obtaining an honorary membership shall have all rights of a member of the Class except that he or she shall have no right to vote in Class affairs nor right to hold office in the Class.

3. Dues may be assessed, on an annual or other basis, as determined by the Board of Directors. The Board of Directors shall not require the payment of dues by any member as a condition of continued membership in the Class. All dues shall be uniformly assessed.
4. Petitions for action, signed by at least fifteen (15) members of the Class, may be submitted to the President. Such petitions must be reviewed and voted on by the Board of Directors at their next meeting. However, if the petition is for a project that requires expenditures of more than \$1000.00, or if the petition is considered an appropriate one for consideration by the entire Class, by a majority of the Board of Directors, it shall be submitted for approval to the Class at the next Annual Meeting.

ARTICLE IV

LEADERSHIP AND MANAGEMENT

The implementation of the mission of the Class, as outlined in these By-laws, shall be led and managed by a Board of Directors. The Board of Directors shall:

1. be comprised of the President, Vice-President, Secretary, Treasurer, Fundraising Chairman, and one at-large member;
2. fill any vacancy in any office;
3. determine the policies and operation of the Class; and
4. include all past Presidents as non-voting members.

ARTICLE V

QUALIFICATIONS AND DUTIES OF THE BOARD OF DIRECTORS

1. Qualifications and duties of all members of the Board of Directors are that they shall:
 - a. be full voting members of the Class;
 - b. be elected by a vote of the members of the Class as described in Article VII;
 - c. be required to devote a personal commitment of time, effort, and availability to carry out all assigned duties; and
 - d. devise and implement a Class plan designed to further the mission of the Class.
2. The President shall:
 - a. be responsible for the planning and leadership of the Class;
 - b. represent the Class in all affairs of the Class including interaction with the USNA and USNAAA; and

- c. appoint and empower, with the approval of the Board of Directors, other Class Volunteers for specific duties as non-voting members of the Board of Directors.
- 3. The Vice-President shall:
 - a. succeed to the office of President in the event of a vacancy in that office, or in the incapacity of the President to perform his or her duties; and
 - b. maintain a Class Registry with the appropriate addresses and telephone numbers.
- 4. The Secretary shall:
 - a. keep a record of the proceedings of the Class Officers' meetings;
 - b. maintain all appropriate books and records of the Class of 2018;
 - c. ensure that the minutes of the Annual Meeting are available for publication in *Shipmate Magazine*; and
 - d. prepare newsletters as appropriate.
- 5. The Treasurer shall:
 - a. be responsible for the financial activity of the Class, under the direction of the Board of Directors; and
 - b. manage and account for all funds belonging to the Class in accordance with Article XI.
- 6. The Fundraising Chairman shall:
 - c. Solicit funds from the Class for future projects.
 - d. Work with Treasurer to manage accounts and funds belonging to the class.

ARTICLE VI

OTHER CLASS REPRESENTATIVES

- 1. Class Volunteers.
 - a. In accordance with Article V, the President may, with the approval of the Board of Directors, appoint other Class Volunteer non-voting Board Members for specific duties on behalf of the Class. These positions may include, but are not limited to, the following:
 - i. Correspondence Secretary, who shall collect Class news and write and submit articles for *Shipmate Magazine*.
 - ii. Chief Information Officer, who shall establish and maintain Class information sources for the purpose of keeping members informed of Class events.
 - iii. Major Reunion Chairperson, who shall lead preparations for each five-year major reunion.
 - iv. Election Committee Chairperson, who shall solicit participation in the Class election process.
 - v. Any other position as deemed appropriate by the Board of Directors.
 - b. To qualify for these positions, each Class Volunteer shall be a voting member of the Class and shall be required to devote a commitment of time, effort, and availability to carry out assigned duties.

ARTICLE VII

ELECTION OF THE BOARD OF DIRECTORS

1. Nominations

- a. Prior to each five-year major reunion, an Election Committee shall be formed, comprised of at least three Class members with one such member acting as the Chairperson. This committee shall be selected by the President. It shall be the duty of the Election Committee to solicit Class members to run for office and to encourage participation in the voting process.
 - i. The members on the Election Committee will be ineligible to run for that Election cycle.
- b. Nominations for the individual positions on the Board of Directors shall be by written petition of at least fifteen (15) members of the Class. The written petitions shall be collected and retained by the Election Committee.

2. Ballots

- a. Ballots shall contain the names of all nominees in alphabetical order. Ballots shall be available to each member of the Class at least thirty (30) days prior to the Annual Meeting in the election year. Ballots may be made available in writing, by facsimile, or by any other electronic medium. Ballots shall contain space for write-in candidates.
- b. Ballots shall be returned to the Election Committee prior to the Annual Meeting in the election year. The Class member's signature must appear on the ballot.
- c. The Vice-President shall make a current membership list available to the Election Committee.
- d. The Election Committee shall count the ballots, and report the results of the election to the Secretary.
- e. The Secretary shall report the election results to the Class at the Annual Meeting.
- f. The Election Committee shall retain the ballots for five days following the Annual Meeting and then, unless directed otherwise by a member of the Board of Directors, shall dispose of them.

3. Voting and Terms

- a. The Board of Directors shall:
 - ii. be elected by a plurality vote of the responding members of the Class;
 - iii. begin its term at a five-year reunion; and
 - iv. be elected for a term of five years.

ARTICLE VIII

VACANCIES AND REMOVAL OF BOARD MEMBERS AND VOLUNTEERS

1. Any Board Member or Class Volunteer may resign when they feel that they cannot commit the necessary time, or effort to the Class to fulfill the duties of their office.
2. Any Board Member or Class Volunteer may be removed from his or her position, for cause, by a majority vote of the Board of Directors.
3. The position of a Board Member may be declared vacant in the event the Board Member is absent from two (2) consecutive regular meetings of the Board of Directors.
4. The President, with the approval of the Board of Directors, shall fill any vacancies. The replacement Board Member shall serve for the unexpired term of his or her predecessor.

ARTICLE IX

CLASS OF 2018 MEETINGS

1. The Annual Meeting of the Class of 2018 shall normally be held on a Football Game weekend in Annapolis, Maryland. This date and/or location may be altered by the Board of Directors if necessary. Notice of the Annual Meeting shall be published not less than two months preceding the date set for such meeting. Notice may be made available by written publication, facsimile, or by any other electronic medium.
2. Special Meetings of the Class of 2018 may be held at such time and place as the Board of Directors shall determine. Special Meetings may be called by the Board of Directors, or may be requested, through the written and signed petition to the Board of Directors, by not less than fifteen (15) members. Notice of Special Meetings shall be given by the Secretary by the most expeditious means.
3. A quorum, for the purpose of conducting an Annual or Special Meeting, shall consist of not less than twenty (20) members of the Class.
4. Each member present at an Annual or Special meeting shall be entitled to one (1) vote except as provided in section 6 of this article. Each member of the Class is entitled to one (1) vote for all purposes herein provided. Notices for all meetings of the Class shall include information on any action to be submitted for a Class vote.
5. Except as provided otherwise, a plurality of the votes cast shall be sufficient to elect individuals to the Board of Directors or approve any proposal submitted to the Class.
6. A member of the Class may grant to another member of the Class the power to cast his or her vote by proxy. Such power of proxy may be granted in writing, via facsimile, or by any other electronic medium. The power of proxy shall be authenticated by the Board of Directors prior to any vote by such member in the exercise of such proxy.

ARTICLE X

BOARD OF DIRECTORS MEETINGS

1. Meetings of the Board of Directors shall be held at such time and place as necessary to carry out the duties of the Board. However, meetings of the Board of Directors must be held at least annually. Special meetings may be called by the President or any two (2) members of the Board of Directors. Board Members shall be notified of all meetings by the Secretary by the most efficient means.
2. Except as provided otherwise, a majority of the votes cast shall be sufficient to approve any proposal before the Board of Directors. A majority of the voting members of the Board of Directors constitutes a quorum.
3. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consent to such action is signed by a majority of the members of the Board of Directors, and such written notice is filed with the minutes of the proceedings of the Board of Directors.
4. Members of the Board of Directors may participate in meetings via telephone, or any other means, whereby all persons participating in the meeting can hear each other person at the meeting.

ARTICLE XI

INCOME AND PROPERTY

1. The income and property of the Class shall be applied exclusively toward the promotion of the mission of the Class, and no portion thereof shall be paid or transferred directly or indirectly to any member of the Class except in the way of reimbursement for expenses. There shall be no mixing of Corporate income and property with any personal income and property.
2. At the discretion of the Board of Directors, income and property of the Class may be divided into petty cash, operating, and investment funds. A petty cash fund, not exceeding \$750.00, may be authorized by the Board for administrative use by the Secretary, who will be required to make an annual accounting of the fund to the Treasurer. Special funds may be established to support the efforts of Class Volunteers as discussed in Article VI. In any case, the appointed Class Volunteer must make an annual accounting of said funds to the Treasurer. A Class operating fund, not exceeding \$2018.00, may be authorized by the Board for use by the Treasurer who will be required to make an annual accounting to the Board of Directors. All other funds shall be considered investment funds. Investment funds shall be managed by the Board of Directors, and shall be maintained in an interest bearing account. The Treasurer shall review the investment fund at least annually, and recommend to the Board of Directors any necessary changes.
3. The results from the accounting of any and all funds, along with the results from the annual review of the investment fund, shall be made available to the members of the Class.
4. Class projects that require the expenditure of more than \$1000.00 shall be submitted for approval by the Class at the next Annual Meeting.

5. The Class fiscal year shall run from January 1 until December 31 for each calendar year.

ARTICLE XII

AMENDMENTS

1. Requests for amendment to these By-laws may be submitted to the President, by a petition for action signed by at least fifteen (15) members of the Class. If the petition is considered an appropriate one for consideration by the entire Class, by a majority of the Board of Directors, it shall be submitted for approval to the Class at the next Annual Meeting. However, before any amendment is effective it shall be approved by no less than two-thirds (2/3) of the responding members of the Class.

ARTICLE XIII

DEFINITIONS

1. For purposes of these bylaws any reference to signatures or signed writings shall include any writing, facsimile, or electronic communication which bears the sender's name.
2. For purposes of these bylaws "plurality" is defined as a higher number of votes cast for one candidate when compared to the number of votes cast for any other candidate, or a higher number of votes cast for a proposal when compared to the number of votes cast against that proposal. Any tie in voting will be resolved by the toss of a coin.